

Fill in this information to identify the case:

Debtor name LEGEND3D HOLDINGS, INC.
United States Bankruptcy Court for the: CENTRAL District of CALIFOR
(State)
Case number (if known): _____

☐ Check if this is an amended filing

Official Form 207

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy 04/16

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

Part 1: Income

1. Gross revenue from business

☐ None

Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year			Sources of revenue Check all that apply	Gross revenue (before deductions and exclusions)
From the beginning of the fiscal year to filing date:	From <u>01/01/2021</u> MM/DD/YYYY	to Filing date	<input checked="" type="checkbox"/> Operating a business <input type="checkbox"/> Other _____	\$ <u>0.00</u>
For prior year:	From <u>01/01/2020</u> MM/DD/YYYY	to <u>12/31/2020</u> MM/DD/YYYY	<input checked="" type="checkbox"/> Operating a business <input type="checkbox"/> Other _____	\$ <u>0.00</u>
For the year before that:	From <u>01/01/2019</u> MM/DD/YYYY	to <u>12/31/2019</u> MM/DD/YYYY	<input checked="" type="checkbox"/> Operating a business <input type="checkbox"/> Other _____	\$ <u>0.00</u>

2. Non-business revenue

Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

☒ None

			Description of sources of revenue	Gross revenue from each source (before deductions and exclusions)
From the beginning of the fiscal year to filing date:	From _____ MM/DD/YYYY	to Filing date	_____	\$ _____
For prior year:	From _____ MM/DD/YYYY	to _____ MM/DD/YYYY	_____	\$ _____
For the year before that:	From _____ MM/DD/YYYY	to _____ MM/DD/YYYY	_____	\$ _____

Debtor LEGEND3D HOLDINGS, INC.
Name

Case number (if known) _____

Part 2: List Certain Transfers Made Before Filing for Bankruptcy

3. Certain payments or transfers to creditors within 90 days before filing this case

List payments or transfers—including expense reimbursements—to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

☒ None

Creditor's name and address	Dates	Total amount or value	Reasons for payment or transfer Check all that apply
3.1. Creditor's name _____ Street _____ City _____ State _____ ZIP Code _____	_____	\$ _____	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other _____
3.2. Creditor's name _____ Street _____ City _____ State _____ ZIP Code _____	_____	\$ _____	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other _____

4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

☒ None

Insider's name and address	Dates	Total amount or value	Reasons for payment or transfer
4.1. Insider's name _____ Street _____ City _____ State _____ ZIP Code _____ Relationship to debtor _____	_____	\$ _____	_____
4.2. Insider's name _____ Street _____ City _____ State _____ ZIP Code _____ Relationship to debtor _____	_____	\$ _____	_____

Debtor LEGEND3D HOLDINGS, INC.
Name

Case number (if known) _____

5. Repossessions, foreclosures, and returns

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 8.

☒ None

Creditor's name and address	Description of the property	Date	Value of property
-----------------------------	-----------------------------	------	-------------------

5.1.

Creditor's name			\$
Street			
City	State	ZIP Code	

5.2.

Creditor's name			\$
Street			
City	State	ZIP Code	

6. Setoffs

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

☒ None

Creditor's name and address	Description of the action creditor took	Date action was taken	Amount
-----------------------------	---	-----------------------	--------

Creditor's name			\$
Street			
City	State	ZIP Code	

Last 4 digits of account number: XXXX- _____

Part 3: Legal Actions or Assignments

7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

☐ None

Case title	Nature of case	Court or agency's name and address	Status of case
------------	----------------	------------------------------------	----------------

7.1. see attached schedule

Case number		Name	<input type="checkbox"/> Pending
		Street	<input type="checkbox"/> On appeal
		City	<input type="checkbox"/> Concluded
		State	
		ZIP Code	

7.2.

Case title		Court or agency's name and address	<input type="checkbox"/> Pending
		Name	<input type="checkbox"/> On appeal
Case number		Street	<input type="checkbox"/> Concluded
		City	
		State	
		ZIP Code	

Legal Actions or Assignments

7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

7.1.

Case title

Barry Sandrew, et al. vs. Legend 3D, Inc.; Project X Acquisition Corporation; IP Successor Fund 21, LP, et al.

Case Number

19STCP00925

Nature of case

The issuance of convertible promissory notes to IP Fund 21 and Augustus constituted breaches of fiduciary duties because they gave insiders preferential rights and diluted minority shareholders

Court or agency's name and address

California Superior Court – Los Angeles

Name

Spring Street – Dept 10

Street

City State ZIP Code

Status of case

- * Pending
- * On appeal
- * Concluded – case has been dismissed -6/15/2021

7.2

Case title

Andrew Rinehart vs. Legend 3D Canada, Inc. and Legend 3D, Inc.

Case Number

CV-18-599942

Nature of case

Employee Termination case

Court or agency's name and address

Ontario Superior Court of Justice

Name

Street

City State ZIP Code

Status of case

- * Pending
- * On appeal
- * Concluded

Debtor LEGEND3D HOLDINGS, INC.
Name

Case number (if known) _____

8. Assignments and receivership

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

☒ None

Custodian's name and address	Description of the property	Value
Custodian's name	Case title	\$
Street	Court name and address	
City State ZIP Code	Name	
	Case number	Street
	Date of order or assignment	City State ZIP Code

Part 4: Certain Gifts and Charitable Contributions

9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000

☒ None

Recipient's name and address	Description of the gifts or contributions	Dates given	Value
9.1. Recipient's name			\$
Street			
City State ZIP Code			
Recipient's relationship to debtor			
9.2. Recipient's name			\$
Street			
City State ZIP Code			
Recipient's relationship to debtor			

Part 5: Certain Losses

10. All losses from fire, theft, or other casualty within 1 year before filing this case.

☒ None

Description of the property lost and how the loss occurred	Amount of payments received for the loss If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received. List unpaid claims on Official Form 106A/B (Schedule A/B: Assets - Real and Personal Property).	Date of loss	Value of property lost
			\$

Debtor LEGEND3D HOLDINGS, INC.
Name

Case number (if known) _____

Part 6: Certain Payments or Transfers

11. Payments related to bankruptcy

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

☐ None

Who was paid or who received the transfer?	If not money, describe any property transferred	Dates	Total amount or value
11.1. <u>Kogan Law Firm, APC</u>			\$ <u>5,000.00</u>
Address			
<u>11835 W. Olympic Blvd., Suite 695</u>			
Street			
<u>Los Angeles, CA 90064</u>			
City State ZIP Code			
Email or website address			
<u>mkogan@koganlawfirm.co</u>			
Who made the payment, if not debtor?			

Who was paid or who received the transfer?	If not money, describe any property transferred	Dates	Total amount or value
11.2. _____			\$ _____
Address			
Street			
City State ZIP Code			
Email or website address			
Who made the payment, if not debtor?			

12. Self-settled trusts of which the debtor is a beneficiary

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.
Do not include transfers already listed on this statement.

☒ None

Name of trust or device	Describe any property transferred	Dates transfers were made	Total amount or value
			\$ _____
Trustee			

Debtor LEGEND3D HOLDINGS, INC.
Name

Case number (if known) _____

13. Transfers not already listed on this statement

List any transfers of money or other property—by sale, trade, or any other means—made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

☒ None

Who received transfer?	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
------------------------	--	------------------------	-----------------------

13.1. _____ \$ _____

Address

Street

City State ZIP Code

Relationship to debtor

Who received transfer?

13.2. _____ \$ _____

Address

Street

City State ZIP Code

Relationship to debtor

Part 7: Previous Locations

14. Previous addresses

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

☒ Does not apply

Address

Dates of occupancy

14.1. _____ From _____ To _____

Street

City State ZIP Code

14.2. _____ From _____ To _____

Street

City State ZIP Code

Debtor LEGEND3D HOLDINGS, INC.
Name

Case number (if known) _____

Part 8: Health Care Bankruptcies

15. Health Care bankruptcies

Is the debtor primarily engaged in offering services and facilities for:

- diagnosing or treating injury, deformity, or disease, or
- providing any surgical, psychiatric, drug treatment, or obstetric care?

☒ No. Go to Part 9.

☐ Yes. Fill in the information below.

Facility name and address	Nature of the business operation, including type of services the debtor provides	If debtor provides meals and housing, number of patients in debtor's care
---------------------------	--	---

15.1.

Facility name		
Street	Location where patient records are maintained (if different from facility address). If electronic, identify any service provider.	How are records kept?
City State ZIP Code		Check all that apply: <input type="checkbox"/> Electronically <input type="checkbox"/> Paper

Facility name and address	Nature of the business operation, including type of services the debtor provides	If debtor provides meals and housing, number of patients in debtor's care
---------------------------	--	---

15.2.

Facility name		
Street	Location where patient records are maintained (if different from facility address). If electronic, identify any service provider.	How are records kept?
City State ZIP Code		Check all that apply: <input type="checkbox"/> Electronically <input type="checkbox"/> Paper

Part 9: Personally Identifiable Information

16. Does the debtor collect and retain personally identifiable information of customers?

☒ No.

☐ Yes. State the nature of the information collected and retained. _____

Does the debtor have a privacy policy about that information?

☐ No

☐ Yes

17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?

☐ No. Go to Part 10.

☒ Yes. Does the debtor serve as plan administrator?

☐ No. Go to Part 10.

☒ Yes. Fill in below:

Name of plan _____ Employer identification number of the plan _____

EIN: _____

Has the plan been terminated?

☒ No

☐ Yes

Debtor LEGEND3D HOLDINGS, INC.
Name

Case number (if known) _____

Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units

18. Closed financial accounts

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?

Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

☒ None

Financial institution name and address	Last 4 digits of account number	Type of account	Date account was closed, sold, moved, or transferred	Last balance before closing or transfer
18.1. _____ Name _____ Street _____ City _____ State _____ ZIP Code _____	XXXX- _____	<input type="checkbox"/> Checking <input type="checkbox"/> Savings <input type="checkbox"/> Money market <input type="checkbox"/> Brokerage <input type="checkbox"/> Other _____	_____	\$ _____
18.2. _____ Name _____ Street _____ City _____ State _____ ZIP Code _____	XXXX- _____	<input type="checkbox"/> Checking <input type="checkbox"/> Savings <input type="checkbox"/> Money market <input type="checkbox"/> Brokerage <input type="checkbox"/> Other _____	_____	\$ _____

19. Safe deposit boxes

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

☒ None

Depository institution name and address	Names of anyone with access to it	Description of the contents	Does debtor still have it?
_____ Name _____ Street _____ City _____ State _____ ZIP Code _____	_____ _____ Address _____ _____	m _____ _____ _____	<input type="checkbox"/> No <input type="checkbox"/> Yes

20. Off-premises storage

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

☒ None

Facility name and address	Names of anyone with access to it	Description of the contents	Does debtor still have it?
_____ Name _____ Street _____ City _____ State _____ ZIP Code _____	_____ _____ Address _____ _____	_____ _____ _____	<input type="checkbox"/> No <input type="checkbox"/> Yes

Debtor LEGEND3D HOLDINGS, INC.
Name

Case number (if known) _____

Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own

21. Property held for another

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

☒ None

Owner's name and address	Location of the property	Description of the property	Value
Name			\$ _____
Street			
City State ZIP Code			

Part 12: Details About Environmental Information

For the purpose of Part 12, the following definitions apply:

- **Environmental law** means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).
- **Site** means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.
- **Hazardous material** means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law? Include settlements and orders.

☒ No

☐ Yes. Provide details below.

Case title	Court or agency name and address	Nature of the case	Status of case
Case number	Name		<input type="checkbox"/> Pending
	Street		<input type="checkbox"/> On appeal
	City State ZIP Code		<input type="checkbox"/> Concluded

23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?

☒ No

☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
Name	Name		
Street	Street		
City State ZIP Code	City State ZIP Code		

Debtor

LEGEND3D HOLDINGS, INC.
Name

Case number (if known)

24. Has the debtor notified any governmental unit of any release of hazardous material?

- ☒ No
☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
Name	Name		
Street	Street		
City State ZIP Code	City State ZIP Code		

Part 13: Details About the Debtor's Business or Connections to Any Business

25. Other businesses in which the debtor has or has had an interest

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

- ☐ None

Business name and address	Describe the nature of the business	Employer identification number Do not include Social Security number or ITIN.
<p>25.1. Legend 3D, Inc.</p> <p>Name 1300 Daily Circle</p> <p>Street</p> <p>Glendale CA 91208</p> <p>City State ZIP Code</p>	<p>shut down - sub</p>	<p>EIN: -</p> <p>Dates business existed</p> <p>From To</p>
<p>25.2. Legend 3D Canada, Inc.</p> <p>Name 60 Adelaide Street East,</p> <p>Street Floor 10, Suite 1000, Box 13</p> <p>Toronto, Ontario, Canada</p> <p>City State ZIP Code</p>	<p>shut down - Canada operation</p>	<p>EIN: -</p> <p>Dates business existed</p> <p>From To</p>
<p>25.3. Legend Artists Private Ltd.</p> <p>Name 3rd Fl, Summit Court</p> <p>Street Magarpatta City, Hadapsar</p> <p>Maharashtra 411013</p> <p>City State ZIP Code</p>	<p>India Operation - shut down</p>	<p>EIN: -</p> <p>Dates business existed</p> <p>From To</p>

Debtor LEGEND3D HOLDINGS, INC.
Name

Case number (if known) _____

26. Books, records, and financial statements

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

☐ None

Name and address	Dates of service
26a.1. Bodwell Vasek Wells Desimone LLP Name 8117 Preston Road Street Suite 460 Dallas Texas 75225 City State ZIP Code	From _____ To _____

Name and address	Dates of service
26a.2. _____ Name _____ Street _____ City State ZIP Code	From _____ To _____

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

☐ None

Name and address	Dates of service
26b.1. Bodwell Vasek Wells Desimone LLP Name 8117 Preston Road Street Suite 460 Dallas Texas 75225 City State ZIP Code	From _____ To _____

Name and address	Dates of service
26b.2. _____ Name _____ Street _____ City State ZIP Code	From _____ To _____

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

☐ None

Name and address	If any books of account and records are unavailable, explain why
26c.1. Bodwell Vasek Wells Desimone LLP Name 8117 Preston Road Street Suite 460 Dallas TX 75225 City State ZIP Code	_____ _____ _____

Debtor LEGEND3D HOLDINGS, INC. Case number (if known) _____
Name

Name and address

If any books of account and records are
unavailable, explain why

28c.2.

Name

Street

City

State

ZIP Code

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

☒ None

Name and address

26d.1.

Name

Street

City

State

ZIP Code

Name and address

26d.2.

Name

Street

City

State

ZIP Code

27. Inventories

Have any inventories of the debtor's property been taken within 2 years before filing this case?

☒ No

☐ Yes. Give the details about the two most recent inventories.

Name of the person who supervised the taking of the inventory

Date of
inventory

The dollar amount and basis (cost, market, or
other basis) of each inventory

\$ _____

Name and address of the person who has possession of inventory records

27.1.

Name

Street

City

State

ZIP Code

Debtor LEGEND3D HOLDINGS, INC. Case number (if known) _____
Name

Name of the person who supervised the taking of the inventory	Date of Inventory	The dollar amount and basis (cost, market, or other basis) of each inventory
_____	_____	\$ _____

Name and address of the person who has possession of inventory records

27.2. _____
Name

Street

City State ZIP Code

28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

Name	Address	Position and nature of any interest	% of interest, if any
IP Successor Fund 21,	530 E90th St., Suite 4D, NY, NY 10128	Shareholder	100
Augustus Vantures Ltd.	c/o Hamid Jourabchi, CEO	Director	
Stephen Griffith, Jr.		Director	
Jeremy Novak,	& Neil Adams (c/o IP Successor Fund)	Directors	
Lambros Tetros	c/o IP Successor Fund	Director	

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

☐ No

☒ Yes. Identify below.

Name	Address	Position and nature of any interest	Period during which position or interest was held
Aidan Foley		Director	From _____ To _____
Dave Habiger		Director	From _____ To _____
			From _____ To _____
			From _____ To _____

30. Payments, distributions, or withdrawals credited or given to insiders

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

☐ No

☐ Yes. Identify below.

Name and address of recipient	Amount of money or description and value of property	Dates	Reason for providing the value
30.1. _____ Name _____ Street _____ City State ZIP Code			
Relationship to debtor			

Debtor LEGEND3D HOLDINGS, INC.
Name

Case number (if known) _____

Name and address of recipient

30.2

Name

Street

City

State

ZIP Code

Relationship to debtor

31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

☐ No

☐ Yes. Identify below.

Name of the parent corporation

Employer identification number of the parent corporation

EIN: _____

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

☒ No

☐ Yes. Identify below.

Name of the pension fund

Employer identification number of the pension fund

EIN: _____

Part 14: Signature and Declaration

WARNING — Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both, 18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 12/28/2021
MM / DD / YYYY

x 

Printed name Stephen Griffith, Jr.

Signature of individual signing on behalf of the debtor

Position or relationship to debtor President

Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?

☐ No

☐ Yes